

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                                                                 |                                              |
|-----------------------------------------------------------------|----------------------------------------------|
| IN RE LIBOR-BASED FINANCIAL<br>INSTRUMENTS ANTITRUST LITIGATION | MDL No. 2262                                 |
| THIS DOCUMENT RELATES TO:                                       | Master File No. 1:11-md-2262-NRB<br>ECF Case |
| CITY OF RIVERSIDE V. BANK OF AM. CORP.<br>ET AL.                | No. 13-cv-0597                               |
| CNTY. OF SAN MATEO V. BANK OF AM.<br>CORP. ET AL.               | No. 13-cv-0625                               |
| E. BAY MUN. UTIL. DIST. V. BANK OF<br>AMERICAN CORP. ET AL.     | No. 13-cv-0626                               |
| CITY OF RICHMOND V. BANK OF AM. CORP.<br>ET AL.                 | No. 13-cv-0627                               |
| CNTY. OF SAN DIEGO V. BANK OF AM. CORP.<br>ET AL.               | No. 13-cv-0667                               |
| REGENTS OF THE UNIV. OF CAL. V. BANK OF<br>AM. CORP. ET AL.     | No. 13-cv-5186                               |
| CNTY. OF SONOMA V. BANK OF AM. CORP.<br>ET AL.                  | No. 13-cv-5187                               |
| SAN DIEGO ASS'N OF GOV'TS V. BANK OF<br>AM. CORP. ET AL.        | No. 13-cv-5221                               |
| CNTY. OF SACRAMENTO V. BANK OF AM.<br>CORP. ET AL.              | No. 13-cv-5569                               |
| CNTY. OF MENDOCINO V. BANK OF AM.<br>CORP. ET AL.               | No. 13-cv-8644                               |
| AMABILE ET AL. V. BANK OF AM. CORP. ET<br>AL.                   | No. 13-cv-1700                               |
| MARAGOS V. BANK OF AM. CORP. ET AL.                             | No. 13-cv-2297                               |
| FEDERAL HOME LOAN MORTG. CORP. V.<br>BANK OF AM. CORP. ET AL.   | No. 13-cv-3952                               |
| SALIX CAPITAL US INC. V. BANC OF AM.<br>SECURITIES LLC ET AL.   | No. 13-cv-4018                               |
| CEMA JOINT VENTURE V. CHARTER ONE<br>BANK, N.A. ET AL.          | No. 13-cv-5511                               |
| CITY OF HOUSTON V. BANK OF AM. CORP.<br>ET AL.                  | No. 13-cv-5616                               |

|                                                                       |                |
|-----------------------------------------------------------------------|----------------|
| PRINCIPAL FUNDS, INC. ET AL. V. BANK OF AM. CORP. ET AL.              | No. 13-cv-6013 |
| PRINCIPAL FIN. GRP., INC. ET AL. V. BANK OF AM. CORP. ET AL.          | No. 13-cv-6014 |
| CITY OF PHILADELPHIA V. BANK OF AM. CORP. ET AL.                      | No. 13-cv-6020 |
| THE CHARLES SCHWAB CORP. ET AL. V. BANK OF AM. ET AL.                 | No. 13-cv-7005 |
| NAT'L CREDIT UNION ADMIN. BD. V. CREDIT SUISSE GRP. AG ET AL.         | No. 13-cv-7394 |
| FED. NAT'L MORTGAGE ASS'N V. BARCLAYS BANK PLC ET AL.                 | No. 13-cv-7720 |
| DARBY FIN. PRODUCTS ET AL. V. BARCLAYS BANK PLC ET AL.                | No. 13-cv-8799 |
| TRIAXX PRIME CDO 2006-1 LTD. ET AL. V. BANK OF AM. CORP. ET AL.       | No. 14-cv-0146 |
| FEDERAL DEPOSIT INSURANCE CORPORATION V. BANK OF AMERICA CORP. ET AL. | No. 14-cv-1757 |
| BAY AREA TOLL AUTHORITY V. BANK OF AMERICA CORP. ET AL.               | No. 14-cv-3094 |
| PRUDENTIAL INV. PORTFOLIOS 2 V. BARCLAYS BANK PLC ET AL.              | No. 14-cv-4189 |

**DECLARATION OF JOSEPH B. WOLLARD  
IN SUPPORT OF THE CITI DEFENDANTS' MOTION TO DISMISS  
THE DIRECT ACTIONS FOR LACK OF PERSONAL JURISDICTION**

Joseph B. Wollard declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a duly appointed Assistant Secretary of Citigroup Inc. ("Citigroup").

This declaration is submitted on behalf of Citigroup and certain related entities identified below (collectively, the "Citi Defendants") which have been named as defendants in one or more of the above-captioned USD LIBOR actions.

2. The Citi Defendants have joined in a motion seeking dismissal, based on lack of personal jurisdiction, of claims asserted in several of the above-captioned actions which were not filed in New York. Schedule A to the accompanying Memorandum of Law identifies

the specific actions where Citi Defendants are asserting jurisdictional objections. This declaration will put facts before the Court in connection with that motion. I have personal knowledge of the facts set forth herein based on my experience and responsibilities at Citigroup and my review of relevant corporate records.

3. Citigroup is a parent holding company entity. Citigroup is incorporated in Delaware and maintains its principal place of business in New York City.

4. Citibank, N.A. ("CBNA") is a national bank that was organized pursuant to federal banking laws. CBNA maintains its principal place of business in New York City, although the material allegations in these actions relate to LIBOR submissions that were made by employees at CBNA's branch in London in the United Kingdom.

5. CBNA is aware of an ISDA Master Agreement with the County of San Diego (dated as of September 17, 2002) which included an atypical provision consenting to the non-exclusive jurisdiction of courts in New York and California for purposes of claims relating to that Agreement. CBNA accordingly is not challenging personal jurisdiction in California with respect to the claims by the County of San Diego that CBNA breached that contract.

6. Citigroup Global Markets, Inc. ("CGMI") operates a business that focuses on investment banking and securities brokerage activities. CGMI is incorporated in New York and maintains its principal place of business in New York City.

7. Citigroup Financial Products, Inc. ("CFPI") is an intermediate holding company that is the parent company of CGMI. CFPI is incorporated in Delaware and maintains its principal place of business in New York City.

8. Citigroup Funding, Inc. ("CFI") was a subsidiary of Citigroup that issued commercial paper and other debt instruments. As of December 31, 2012, CFI was merged into

the parent holding company Citigroup Inc. as part of a corporate reorganization process, and CFI no longer exists as a separate entity. CFI previously was incorporated in Delaware and maintained its principal place of business in New York City.

9. Citi Swapco Inc. ("Citi Swapco") is a subsidiary of CFPI that was used until early 2014 as an intermediary for over-the-counter derivative transactions between external counterparties. Before June 2008, Citi Swapco was known as Salomon Swapco Inc. Citi Swapco is incorporated in Delaware and maintains its principal place of business in New York City.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed this 4th day of November in New York, New York.

  
\_\_\_\_\_  
Joseph B. Wollard